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CERF II Denmark Logistics Bidco ApS

Axeltorv 6, 5. th
1609 København V
CVR No. 43163744

Annual report 2024

The Annual General Meeting adopted the
annual report on 23.06.2025

DocuSigned by:

Klaus Larsen

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Klaus Erik Lambert Larsen

Chairman of the General Meeting

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Entity details

Entity

CERF II Denmark Logistics Bidco ApS
Axeltorv 6, 5. th
1609 København V

Business Registration No.: 43163744
Registered office: København
Financial year: 01.01.2024 - 31.12.2024

Board of Directors

Anssi Sakari Halonen
Klaus Erik Lambert Larsen
Eric Pontus Michael Flemme Gärdsell
Sorin-Constantin Jiler

Executive Board

Eric Pontus Michael Flemme Gärdsell

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of CERF II Denmark Logistics Bidco ApS for the financial year 01.01.2024 - 31.12.2024.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 23.06.2025

Executive Board

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Pontus Flemme Gärdsell

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Eric Pontus Michael Flemme Gärdsell

Board of Directors

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Anssi Sakari Halonen

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Anssi Sakari Halonen

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Klaus Larsen

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Klaus Erik Lambert Larsen

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Pontus Flemme Gärdsell

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Eric Pontus Michael Flemme Gärdsell

Signed by:

Sorin-Constantin Jiler

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Sorin-Constantin Jiler

Independent auditor's extended review report

To the shareholders of CERF II Denmark Logistics Bidco ApS

Conclusion

We have performed an extended review of the financial statements of CERF II Denmark Logistics Bidco ApS for the financial year 01.01.2024 - 31.12.2024, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity

personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our extended review of the financial statements our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the extended review or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 23.06.2025

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

DocuSigned by:



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Tim Kjær-Hansen

State Authorised Public Accountant

Identification No (MNE) mne23295

Management commentary

Primary activities

The company's main activities are acquiring and owning properties through subsidiaries.

Description of material changes in activities and finances

The income statement of the company for 2024 shows a loss of DKK 9,548 thousand and at 31 December 2024 the balance sheet of the company shows equity of DKK 39,475 thousand.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2024

	Notes	2024 DKK	2023 DKK
Gross profit/loss		(120,394)	(258,791)
Income from investments in group enterprises		1,255,881	0
Other financial income	1	2,275,567	2,402,160
Impairment losses on financial assets		(10,599,254)	(2,741,378)
Other financial expenses	2	(2,543,488)	(3,841,407)
Profit/loss before tax		(9,731,688)	(4,439,416)
Tax on profit/loss for the year	3	183,493	38,314
Profit/loss for the year		(9,548,195)	(4,401,102)
Proposed distribution of profit and loss			
Retained earnings		(9,548,195)	(4,401,102)
Proposed distribution of profit and loss		(9,548,195)	(4,401,102)

Balance sheet at 31.12.2024

Assets

	Notes	2024 DKK	2023 DKK
Investments in group enterprises		32,777,155	42,917,579
Financial assets	4	32,777,155	42,917,579
Fixed assets		32,777,155	42,917,579
Receivables from group enterprises		50,701,513	50,605,314
Deferred tax		183,493	0
Other receivables		21,638	25,934
Joint taxation contribution receivable		0	39,348
Receivables		50,906,644	50,670,596
Cash		9,766,192	8,272,167
Current assets		60,672,836	58,942,763
Assets		93,449,991	101,860,342

Equity and liabilities

	Notes	2024 DKK	2023 DKK
Contributed capital		2,040,000	2,040,000
Retained earnings		37,434,659	46,982,854
Equity		39,474,659	49,022,854
Payables to group enterprises		43,335,219	47,043,079
Other payables		1,340,264	1,454,941
Non-current liabilities other than provisions	5	44,675,483	48,498,020
Trade payables		83,350	44,050
Payables to group enterprises		9,197,033	4,291,631
Other payables		19,466	3,787
Current liabilities other than provisions		9,299,849	4,339,468
Liabilities other than provisions		53,975,332	52,837,488
Equity and liabilities		93,449,991	101,860,342
Employees	6		
Contingent liabilities	7		

Statement of changes in equity for 2024

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	2,040,000	46,982,854	49,022,854
Profit/loss for the year	0	(9,548,195)	(9,548,195)
Equity end of year	2,040,000	37,434,659	39,474,659

Notes

1 Other financial income

	2024 DKK	2023 DKK
Financial income from group enterprises	2,275,567	2,402,160
	2,275,567	2,402,160

2 Other financial expenses

	2024 DKK	2023 DKK
Financial expenses from group enterprises	2,232,463	3,511,459
Other interest expenses	146,412	104,803
Exchange rate adjustments	809	59,225
Other financial expenses	163,804	165,920
	2,543,488	3,841,407

3 Tax on profit/loss for the year

	2024 DKK	2023 DKK
Change in deferred tax	(183,493)	0
Refund in joint taxation arrangement	0	(38,314)
	(183,493)	(38,314)

4 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	63,744,885
Cost end of year	63,744,885
Impairment losses beginning of year	(20,827,306)
Impairment losses for the year	(10,353,491)
Reversal of impairment losses	213,067
Impairment losses end of year	(30,967,730)
Carrying amount end of year	32,777,155

5 Non-current liabilities other than provisions

	Due after more than 12 months 2024 DKK
Payables to group enterprises	43,335,219
Other payables	1,340,264
	44,675,483

6 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration.

7 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividends etc. received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Impairment losses on financial assets

Impairment losses on financial assets comprise impairment losses on financial assets which are not measured at fair value on a current basis.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet**Investments in group enterprises**

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Dividends derived from earnings generated prior to acquisition are recognized as a reduction of the cost of the investments in group enterprises.

The accounting policies applied to material financial statement items of group enterprises are:

Investment property: Investment properties are measured at fair value which is equivalent to the amount at which the individual property may be sold to an independent buyer at the balance sheet date. The financial year's adjustments of the properties' fair value are recognised in the income statement.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.